

**UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re: ) Chapter 11  
)  
APPLIANCE CONTROLS GROUP, INC., *et al.*, ) Case No. 04-14517  
) (Jointly Administered)  
)  
Debtors. ) Judge A. Benjamin Goldgar

**NOTICE OF FINAL HEARING ON ORDER (1) RESTRAINING UTILITY  
COMPANIES FROM ALTERING, REFUSING OR DISCONTINUING SERVICES AND  
(2) ESTABLISHING PROCEDURES FOR RESOLVING REQUESTS FOR  
ADEQUATE ASSURANCE**

PLEASE TAKE NOTICE that on **Wednesday, May 12, 2004 at 10:00 a.m.**, the undersigned shall appear before the Honorable A. Benjamin Goldgar, Courtroom 613, 219 S. Dearborn Street, Chicago, Illinois, for a hearing on the Order (1) Restraining Utility Companies from Altering, Refusing or Discontinuing Services and (2) Establishing Procedures for Resolving Requests for Adequate Assurance (the "Order"), at which time and place you may appear if you deem fit. A true and correct copy of the Order is attached hereto and herewith served upon you. A true and correct copy of the Motion was previously served upon you.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Retainer must be filed with the Court and served on the following parties no later than **5:00 p.m. on May 7, 2004**: (a) Robert M. Fishman, Shaw Gussis Fishman Glantz Wolfson & Towbin LLC, 321 N. Clark Street, Suite 800, Chicago, Illinois 60610, fax: (312) 980-3888; (b) Daniel J. McGuire, Winston & Strawn, 35 W. Wacker Drive, Chicago, Illinois 60601-9703, fax: (312) 558-5700; (c) Michael M. Eidelman, Vedder, Price, Kaufman and Kammholz, P.C., 222 N. LaSalle Street, Suite 2600, Chicago, Illinois 60601, fax: (312) 609-5005; (d) Roman Sukley, Office of the United States Trustee, 227 W. Monroe Street, Suite 3350, Chicago, Illinois 60606, fax: (312) 886-5794; and (e) Faye B. Feinstein, Quarles & Brady LLP, 500 W. Madison Street, Suite 3700, Chicago, Illinois 60661, fax: (312) 715-5155.

Dated: April 28, 2004

APPLIANCE CONTROLS GROUP, INC., *et al.*

By: 

One of their attorneys

Robert M. Fishman (ARDC #3124316)  
Brian M. Graham (ARDC #6243015)  
Allen J. Guon (ARDC #6244526)  
SHAW GUSSIS FISHMAN GLANTZ  
WOLFSON & TOWBIN LLC  
321 North Clark Street, Suite 800  
Chicago, Illinois 60610  
(312) 541-0151

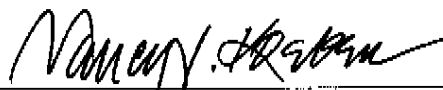
**FILED**  
UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS

APR 28 2004

KENNETH S. GARDNER, CLERK  
PS REP. - FR

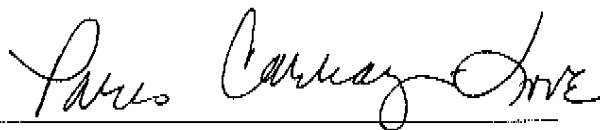
**CERTIFICATE OF SERVICE**

The undersigned, a non-attorney, does hereby certify that she caused a true and correct copy of (A) the foregoing Notice of Final Hearing on Motion for Entry of an Order (1) Restraining Utility Companies from Altering, Refusing or Discontinuing Services and (2) Establishing Procedures for Resolving Requests for Adequate Assurance and (B) Interim Order (1) Restraining Utility Companies from Altering, Refusing or Discontinuing Services and (2) Establishing Procedures for Resolving Requests for Adequate Assurance to be served on the parties on the attached service list(s) via first class U.S. Mail on the 28<sup>th</sup> day of April 2004.

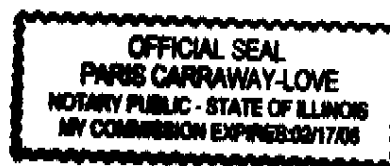


Nancy J. Koeber

SUBSCRIBED AND SWORN TO before me  
this 28<sup>th</sup> day of April 2004.



Notary Public



**SERVICE LIST**

Village of Sugar Grove  
Department of Public Works  
P.O. Box 49  
Sugar Grove, IL 60554  
Attn: Cindy Welsch, Village Clerk  
Phone: 630-466-4507 x11  
Fax: 630-466-4521

American Water Co.  
P.O. Box 578  
Alton, IL 62002  
Attn: Correspondence  
Phone: 866-736-6420  
Fax: 618-433-4569

City of Princeton  
Two S. Main Street  
Princeton, IL 61356-1708  
Phone: 815-875-2631  
Fax: 815-875-8066

ComEd  
Customer Care Center  
Chicago, IL 60680  
Phone: 877-426-6331  
Fax: 630-684-2710

Santana Energy Services  
P.O. Box 200094  
Houston, TX 77216-0094  
Phone: 630-789-0914  
Fax:

Electric Power Board of Chattanooga  
536 Market Street  
Chattanooga, TN 37422-7255  
Phone: 423-756-2706  
Fax:

Chattanooga Gas Company  
P.O. Box 11227  
Chattanooga, TN 37401-2227  
Phone: 1-800-427-5463  
Fax: 800-442-1427

EastSide Utility District  
P.O. Box 22037  
Chattanooga, TN 37422  
Phone: 423-892-2890  
Fax: 423-892-0656

Nicor Gas  
P.O. Box 416  
Aurora, IL 60568-0001  
Phone:  
Fax: 630-983-6755

Blackhawk Energy Services  
U.S. Bank Lock Box  
Department 00530  
Milwaukee, WI 53259-0530  
Phone:  
Fax: 262-506-6611

Worldcom International  
Data Services, Inc.  
P.O. Box 6000, File # 42144  
San Francisco, CA 94160-2144  
Phone:  
Fax:

MCI Telecommunications  
P.O. Box 73677  
Chicago, IL 60673-7677  
Phone: 1-800-475-5000  
Fax:

Global Exchange Systems  
P.O. Box 640371  
Pittsburgh, PA 15264-0371  
Phone:  
Fax:

Globalcom Inc. USA  
333 West Wacker Drive  
1<sup>st</sup> Floor  
Chicago, IL 60606  
Phone: 1-800-589-1531  
Fax: 312-492-1414

El Paso, TX 79935  
Attn: Janet Villalobos  
Phone: 915-778-9777  
Fax:

AT&T  
P.O. Box 9001310  
Louisville, KY 40290-1310  
Phone:  
Fax:

AT&T Wireless  
P.O. Box 24679  
West Palm Beach, FL 33416-4679  
Phone: 1-800-888-7600  
Fax: 1-888-938-4715

Ameritech (SBC)  
331 Hankes Avenue  
Attn: Jim Scapardine  
Aurora, IL 60505  
Phone: 630-631-5700  
Fax:

EPB Telecom  
P.O. Box 182250  
Chattanooga, TN 37422-7250  
Phone: 423-648-1500  
Fax: 423-648-1514

Verizon North  
111 S. Main Street  
Kewanee, IL 61443  
Phone: 1-800-483-5000  
Fax:

ALLTEL  
P.O. Box 79029  
Phoenix, AZ 85062-9029  
Phone: 1-800-255-8351  
Fax:  
Nextel Communications  
10737 Gateway

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

In re:	)	Chapter 11
	)	
APPLIANCE CONTROLS GROUP, INC.,	)	
<u>et al.</u> ,	)	Case No. 04-14517
	)	(Jointly Administered)
	)	
Debtors.	)	Judge A. Benjamin Goldgar

**INTERIM ORDER (1) RESTRAINING UTILITY COMPANIES FROM  
ALTERING, REFUSING OR DISCONTINUING SERVICES AND (2)  
ESTABLISHING PROCEDURES FOR RESOLVING REQUESTS FOR  
ADEQUATE ASSURANCE**

Upon consideration of the motion (the "Motion") of Appliance Controls Group, Inc. and Appliance Control Group Holdings, Inc. (collectively, the "Debtors") for the entry of an order, pursuant to 11 U.S.C. §§ 105(a), 366(a), 503, and 507, (i) prohibiting utility companies with which the Debtors do business ("Utility Companies") from altering, refusing or discontinuing services on account of any unpaid prepetition services, and (ii) establishing procedures for determining requests for additional adequate assurance of payment for postpetition utility service; it appearing that the relief requested is in the best interests of the Debtors, their estates, and their creditors; it further appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon and good and sufficient cause appearing therefor, it is hereby

ORDERED that the Motion is granted on an interim basis as follows:

ORDERED that through and including May 12, 2004, each of the Utility Companies providing service to the Debtors, whether under direct relationship with the Debtors or through the Debtors' landlords, including but not limited to the list of Utility

Companies contained in Exhibit A to this Order, is hereby enjoined and prohibited, from (a) altering, refusing, or discontinuing service to, or discriminating against the Debtors, solely on the basis of the commencement of these cases or on account of any unpaid prepetition services provided to the Debtors, or (b) requiring the payment of a deposit or other security as a condition to the Utility Company's continued provision of utility services, including, but not limited to, the furnishing of gas, heat, electricity, water, telephone, telecommunications, or any other utility of like kind; and it is hereby further

ORDERED that the Debtors' demonstrated ability to pay future utility bills and the administrative priority accorded to postpetition utility services pursuant to 11 U.S.C. §§ 503, 507 constitute adequate assurance of future payment for utility services pursuant to 11 U.S.C. § 366(b); and it is hereby further

ORDERED that this Order is without prejudice to the rights of any of the Utility Companies to make a request ("Request") within twenty-five (25) days of the date of service hereof (the "Request Deadline") for additional adequate assurance from the Debtors in the form of deposits or other security. Any such Request must (i) be in writing; (ii) be directed to the Debtors' counsel, Shaw Gussis Fishman Glantz Wolfson & Towbin LLC, 321 N. Clark Street, Suite 800, Chicago, Illinois 60610 (Attn: Robert M. Fishman and Allen J. Guon); (iii) set forth the location for which the Utility Company provides services, and (iv) provide a payment history for the most recent six (6) months. Any Request received by the Debtors after the Request Deadline or which otherwise fails to comply with this Order shall be deemed untimely and invalid; and it is hereby further

ORDERED that in the event the Debtors believe that a timely Request for additional assurance made by any of the Utility Companies is unreasonable and no consensual resolution of the Request is reached, the Debtors shall file a motion for determination of adequate assurance of payment with respect to such Request (the "Determination Motion") and set such Determination Motion for hearing (the "Determination Hearing"); and it is hereby further

ORDERED that if a Determination Hearing is scheduled in accordance with the preceding paragraph, the applicable Utility Company shall be deemed to have received adequate assurance of payment until a contrary order of the Court is entered in connection with such Determination Hearing; and it is hereby further

ORDERED that any Utility Company not listed on Exhibit A to this Order but subsequently identified shall be served with a copy of this Order and be afforded twenty-five (25) days from the date of service to request additional adequate assurance from the Debtors. Such a request must otherwise comply with the requirements of this Order or shall be deemed an untimely and invalid adequate assurance request; and it is hereby further

ORDERED that substantially contemporaneous with the service of the Order as described in the preceding paragraph, the Debtors shall file with the Court a supplement to Exhibit A to the Order adding the names of the Utility Companies so served and this Order will be deemed to apply to such Utility Companies from the date of such service, subject to any further order of the Court on a Determination Motion, if any.

No part of this order is entered on a final basis. Accordingly it is hereby

ORDERED that the final hearing on this Motion, shall be held on May 12, 2004, at 10:00 a.m. in the Courtroom of the Honorable A. Benjamin Goldgar, United States Bankruptcy Judge, Northern District of Illinois, 219 S. Dearborn Street, Chicago, Illinois 60604; and it is further

ORDERED that service of this Order shall be made on the Utility Companies at the addresses listed on Exhibit A by first-class mail within three (3) business days of the date of this Order and shall constitute good and sufficient notice of the final hearing on the Motion; it is further

ORDERED that Objections, if any, to the relief sought in the Motion shall be in writing, shall set forth with particularity the grounds for such objections or other statement of position, shall be filed with the Clerk of the Bankruptcy Court and personally served upon (i) the attorneys for the Debtors, Shaw Gussis Fishman Glantz Wolfson & Towbin LLC, 321 N. Clark Street, Suite 800, Chicago, Illinois 60610 (Attn: Robert M. Fishman), fax: (312) 980-3888; (ii) the attorneys for Transamerica, Winston & Strawn, 35 W. Wacker Dr., Chicago, Illinois 60601-9703 (Attn: Daniel J. McGuire), fax: (312) 558-5700; (iii) the attorneys for Hilco, Vedder, Price, Kaufman and Kammholz, P.C., 222 North LaSalle Street, Suite 2600, Chicago, Illinois 60601 (Attn: Michael M. Eidelman), fax: (312) 609-5005; (iv) the Office of the United States Trustee, 227 West Monroe Street, Suite 3350, Chicago, Illinois 60606-5025 (Attn: Roman L. Sukley), fax: (312) 886-5794; and (v) counsel to the ad-hoc committee of unsecured creditors Quarles & Brady LLP, 500 West Madison, Suite 3700, Chicago Illinois 60661



(Attn: Faye B. Feinstein), fax: (312) 715-5155 and must be filed with the Court and received by said parties on or before 5:00 p.m. (Chicago time) on May 5, 2004.

Dated: APR 22 2004

ENTER:

  
United States Bankruptcy Judge

**Prepared By:**

Allen J. Guon (ARDC #6244526)  
SHAW GUSSIS FISHMAN GLANTZ  
WOLFSON & TOWBIN LLC  
321 N. Clark Street, Suite 800  
Chicago, IL 60610  
Telephone: (312) 541-0151

**Exhibit A – List of Utility Companies**

<b>Name &amp; Address</b>	<b>Account Number</b>	<b>Average Monthly Bill</b>
<b>WATER</b>		
Village of Sugar Grove Department of Public Works P.O. Box 49 Sugar Grove, IL 60554 Attn: Cindy Welsch, Village Clerk	0040000189-00	\$ 102.80
American Water Co. P.O. Box 578 Alton, IL 62002 Attn: Correspondence	26-0119633-6	\$ 3,757.72
City of Princeton Two S. Main Street Princeton, IL 61356-1708	950.0690.01	\$ 202.67
<b>ELECTRICITY</b>		
ComEd Customer Care Center P.O. Box 87522 Chicago, IL 60680	66504420.01	\$ 95.83
Santana Energy Services P.O. Box 200094 Houston, TX 77216-0094	18611	\$ 2,196.99
Electric Power Board of Chattanooga 536 Market Street Chattanooga, TN 37422-7255	169-0859.002 180-0620.000	\$28,498.91
City of Princeton Two S. Main Street Princeton, IL 61356-1708	950.0450.01	\$ 7,369.62
<b>GAS</b>		
Santana Energy Services P.O. Box 200024 Houston, TX 77216-0024	02017	\$ 877.21
Chattanooga Gas Company P.O. Box 11227 Chattanooga, TN 37401-2227	52210-17068	\$ 2,434.21
EastSide Utility District P.O. Box 22037 Chattanooga, TN 37422	47-402021-01	\$ 25.55
Nicor Gas P.O. Box 416 Aurora, IL 60568-0001	6-27-46-9530 0	\$ 4,139.66
Blackhawk Energy Services U.S. Bank Lock Box Department 00530 Milwaukee, WI 53259-0530	HWY1	\$ 1,704.11

Name & Address	Account Number	Average Monthly Bill
<b>TELEPHONE</b>		
Worldcom International Data Services, Inc. P.O. Box 6000, File # 42144 San Francisco, CA 94160-2144	863305.74	\$ 5,486.77
MCI Telecommunications P.O. Box 73677 Chicago, IL 60673-7677	17614.67	\$ 1,579.92
Global Exchange Systems P.O. Box 640371 Pittsburgh, PA 15264-0371	44419-2401966-781	\$ 598.47
Globalcom Inc. USA 333 West Wacker, 1 <sup>st</sup> Floor Chicago, IL 60606	50004.43	\$ 2,897.12
AT&T P.O. Box 9001310 Louisville, KY 40290-1310	053 276-3002 001	\$ 124.79
AT&T Wireless P.O. Box 24679 West Palm Beach, FL 33416-4679	859-152010369 859-152113700	\$ 440.75
Ameritech (SBC) 331 Hankes Avenue Attn: Jim Scapardine Aurora, IL 60505	89-5487 310 0	\$ 687.12
EPB Telecom P.O. Box 182250 Chattanooga, TN 37422-7250	001-0004569	\$ 1,860.07
Verizon North 111 S. Main Street Kewanee, IL 61443	12 3753 2735145409 06	\$ 1,365.68
ALLTEL P.O. Box 79029 Phoenix, AZ 85062-9029	ES226M3	\$ 37.07
Nextel Communications Attn: Janet Villalobos 10737 Gateway El Paso, TX 79935	2554403.18	\$ 434.21